

**IN THE UNITED STATES DISTRICT COURT FOR
THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:

NATIONAL FORGE COMPANY, *et al.*

Debtor.

OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
NATIONAL FORGE COMPANY,

Plaintiff

And

OFFICIAL COMMITTEE OF RETIREES
OF NATIONAL FORGE COMPANY,

Intervenors

v.

E. ROGER CLARK, both individually and
as an officer and director of National Forge
Company; MAURICE J. CASHMAN, both
individually and as an officer and director of
National Forge Company; DANA
BEYELER, both individually and as an
officer and director of National Forge
Company; ROBERT A KAEMMERER,
both individually and as an officer and
director of National Forge Company;
DANIEL ANTOS; WILLIAM D. BAILEY;
RICHARD A. BREWSTER; JAMES E.
CALDWELL; LARRY CAMPBELL;
JAMES C. CONFER; RICHARD
D'ALESSANDRO; DONALD FISSEL;
JAMES B. HARRIS; THOMAS H.
JACKSON; ASHOK K. KHARE; CARL J.
LUPPINO; CLARENCE E. MASON;
HAROLD MURPHY; PHILIP R.
NONOSEL; CHARLES R. OLSON; JAMES
D. RUHLMAN; PHILLIP R. SIMONS;

C.A. No. 04-21 ERIE

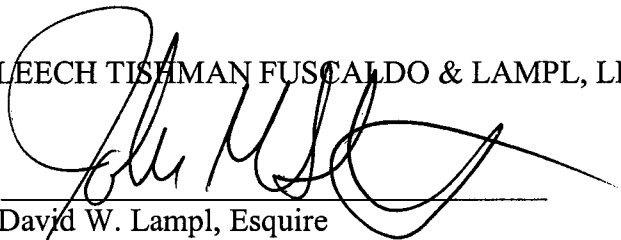
GLENN E. TURK; RONALD L. YOUNG;)
 BARRY ZISCHKAU; J.P. MORGAN)
 CHASE & CO., as a Lender and an Agent on)
 behalf of Certain Lenders under Various)
 Amendments to Amended and Restated)
 Credit Agreement dated April 6, 1998 ;)
 FLEET BUSINESS CREDIT)
 CORPORATION; and NATIONAL CITY)
 BANK OF PENNSYLVANIA,)
)
 Defendants)

PLAINTIFF'S AND INTERVENOR'S RESPONSE TO THE MOTION FOR SUMMARY JUDGMENT OF DEFENDANTS E. ROGER CLARK, MAURICE J. CASHMAN, DANA BEYELER AND ROBERT A. KAEMMERER AND JOINED BY DEFENDANTS DANIEL ANTOS, ET AL. AND J.P. MORGAN CHASE & CO., FLEET BUSINESS CREDIT CORPORATION, AND NATIONAL CITY BANK OF PENNSYLVANIA

AND NOW, comes the Official Committee of Unsecured Creditors of National Forge Company, *et al.* and the Official Committee of Retirees of National Forge Company (together with the Official Committee of Unsecured Creditors of National Forge Company, *et al.* the "Committee" or "Plaintiff"), by and through its undersigned counsel, and hereby submits this Response to the Motion for Summary Judgment, along with the accompanying Brief in Opposition to the Motion for Summary Judgment filed by the Defendants E. Roger Clark, Maurice Cashman, Dana Beyeler and Robert A. Kaemmerer ("E. Roger Clark, *et al.*") and Joined by Defendants Daniel Antos, *et al.*, and J.P. Morgan Chase & Co., Fleet Business Credit Corporation and National City Bank of Pennsylvania (the "Lenders", together with E. Roger Clark, *et al.* and Daniel Antos, *et al.* the "Defendants"). For the reasons set forth in the accompanying Brief in Opposition, Plaintiff respectfully submits that its causes of action in Counts I, II, III and VI are not barred by Bankruptcy Code § 546(e), and that Counts IV and V are not barred by the statutes applicable to those two Counts. Therefore, Plaintiff requests that this Court enter an order denying the Defendants' Motion for Summary Judgment in its entirety.

Respectfully submitted,

LEECH TISHMAN FUSCALDO & LAMPL, LLC

A large, stylized handwritten signature in black ink, likely belonging to David W. Lampl, is written over the firm name and extends across the line separating it from the contact information.

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Unsecured Creditors